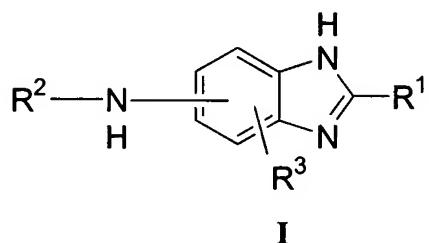


AMENDMENTS TO THE CLAIMS:

The listing of claims will replace all prior versions and listings of claims in the application:

Listing of Claims:

1. **(Currently Amended)** A compound of formula I:



or a pharmaceutically acceptable salt or stereoisomer thereof, wherein:

a is 0 or 1;

b is 0 or 1;

R<sup>1</sup> is thiazolyl, optionally substituted with one or more R<sup>4</sup> groups;

R<sup>2</sup> is -(C=O)NR<sup>5</sup>R<sup>6</sup>;

R<sup>3</sup> and R<sup>4</sup> are each independently selected from:

- 1) hydrogen,
- 2) halogen,
- 3) -(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>1-10</sub>)alkyl,
- 4) -(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>2-8</sub>)alkenyl,
- 5) -(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>2-8</sub>)alkynyl,
- 6) -(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>3-10</sub>)cycloalkyl,
- 7) -(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>3-8</sub>)heterocyclyl,
- 8) -(C=O)<sub>a</sub>O<sub>b</sub>aryl,
- 9) -(C=O)<sub>a</sub>NR<sup>5</sup>R<sup>6</sup>,

- 10) -Ob(C=O)NR<sup>5</sup>R<sup>6</sup>,
- 11) -NR<sup>5</sup>(C=O)<sub>a</sub>ObR<sup>b</sup>,
- 12) -NR<sup>5</sup>(C=O)NR<sup>5</sup>R<sup>6</sup>,
- 13) -NR<sup>5</sup>S(O)2R<sup>b</sup>,
- 14) -(C=O)OH,
- 15) trifluoromethoxy,
- 16) trifluoroethoxy,
- 17) -Ob(C<sub>1-10</sub>)perfluoroalkyl,
- 18) -S(O)2Ob(C<sub>1-10</sub>)alkyl,
- 19) -S(O)2Ob(C<sub>2-8</sub>)alkenyl,
- 20) -S(O)2Ob(C<sub>2-8</sub>)alkynyl,
- 21) -S(O)2Ob(C<sub>3-10</sub>)cycloalkyl,
- 22) -S(O)2Ob(C<sub>3-8</sub>)heterocyclyl,
- 23) -S(O)2Obaryl,
- 24) -NR<sup>5</sup>S(O)2NR<sup>5</sup>R<sup>6</sup>,
- 25) -CN
- 26) -NO<sub>2</sub>, and
- 27) OH, exo, and
- 28) —OH,

wherein said aryl, alkyl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl are each optionally substituted with one or more R<sup>Z</sup> groups;

R<sup>5</sup> and R<sup>6</sup> are each independently is selected from:

- 1) hydrogen,
- 2) -(C=O)<sub>a</sub>Ob(C<sub>1-10</sub>)alkyl,
- 3) -(C=O)<sub>a</sub>Ob(C<sub>2-8</sub>)alkenyl,
- 4) -(C=O)<sub>a</sub>Ob(C<sub>2-8</sub>)alkynyl,
- 5) -(C=O)<sub>a</sub>Ob(C<sub>3-10</sub>)cycloalkyl,
- 6) -(C=O)<sub>a</sub>Ob(C<sub>3-8</sub>)heterocyclyl,
- 7) -(C=O)<sub>a</sub>Obaryl,

- 8)  $-(C=O)N(R^b)_2$ ,
- 9) trifluoromethoxy,
- 10) trifluoroethoxy,
- 11)  $-(C_{1-10})$ perfluoroalkyl,
- 12)  $-S(O)_2N(R^b)_2$ , and
- 13)  $-S(O)_2O_b R^b$ ,

wherein, said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl are optionally substituted with one or more  $R^Z$  groups, or

~~$R^5$  and  $R^6$  can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O, and S, wherein said monocyclic or bicyclic heterocycle is optionally substituted with one or more  $R^Z$  groups;~~

$R^6$  is selected from:

- 1)  $-(C=O)_aO_b(C_{1-10})$ alkyl,
- 2)  $-(C=O)_aO_b(C_{2-8})$ alkenyl,
- 3)  $-(C=O)_aO_b(C_{2-8})$ alkynyl,
- 4)  $-(C=O)_aO_b(C_{3-10})$ cycloalkyl,
- 5)  $-(C=O)_aO_b(C_{3-8})$ heterocyclyl,
- 6)  $-(C=O)_aO_b$ aryl,
- 7)  $-(C=O)N(R^b)_2$ ,
- 8) trifluoromethoxy,
- 9) trifluoroethoxy,
- 10)  $-(C_{1-10})$ perfluoroalkyl,
- 11)  $-S(O)_2N(R^b)_2$ , and
- 12)  $-S(O)_2O_b R^b$ ,

wherein, said aryl, heterocyclyl, alkenyl, and alkynyl are optionally substituted with one or more R<sup>Z</sup> groups, and wherein said alkyl and cycloalkyl are substituted with one or more R<sup>Z</sup> groups,

with the proviso that R<sup>Z</sup> is other than hydrogen when R<sup>6</sup> is alkyl or cycloalkyl, or R<sup>5</sup> and R<sup>6</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O, and S, wherein said monocyclic or bicyclic heterocycle is optionally substituted with one or more R<sup>Z</sup> groups;

R<sup>Z</sup> is selected from:

- 1) hydrogen,
- 2) halogen,
- 3)  $(C=O)_aO_b(C_{1-10})$ alkyl,
- 3) 4)  $(C=O)_aO_b(C_{2-8})$ alkenyl,
- 4) 5)  $(C=O)_aO_b(C_{2-8})$ alkynyl,
- 5) 6)  $(C=O)_aO_b(C_{3-10})$ cycloalkyl,
- 6) 7)  $(C=O)_aO_b(C_{3-8})$ heterocyclyl,
- 7) 8)  $(C=O)_aO_b$ aryl,
- 8) 9)  $(C=O)_aN(R^b)_2$ ,
- 9) 10)  $O_b(C=O)N(R^b)_2$ ,
- 10) 11)  $NR^b(C=O)_aO_bR^b$ ,
- 11) 12)  $NR^b(C=O)N(R^b)_2$ ,
- 12) 13)  $NR^bS(O)_2R^b$ ,
- 13) 14)  $(C=O)OH$ ,
- 14) 15) trifluoromethoxy,
- 15) 16) trifluoroethoxy,
- 16) 17)  $O_b(C_{1-10})$ perfluoroalkyl,
- 17) 18)  $S(O)_2O_b(C_{1-10})$ alkyl,

18)-19)-S(O)2Ob(C<sub>2</sub>-8)alkenyl,  
19)-20)-S(O)2Ob(C<sub>2</sub>-8)alkynyl,  
20)-21)-S(O)2Ob(C<sub>3</sub>-10)cycloalkyl,  
21)-22)-S(O)2Ob(C<sub>3</sub>-8)heterocyclyl,  
22)-23)-S(O)2Obaryl,  
23)-24)-S(O)2N(R<sup>b</sup>)<sub>2</sub>  
24)-25)-NR<sup>b</sup>S(O)2N(R<sup>b</sup>)<sub>2</sub>  
25)-26)-CN,  
26)-27)-NO<sub>2</sub>,  
27)-28)-oxo, and  
28)-29)-OH,

wherein, said aryl, alkyl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl are each optionally substituted with one or more R<sup>a</sup> groups;

R<sup>a</sup> is selected from hydrogen, OH, (C<sub>1</sub>-6)alkoxy, halogen,

CO<sub>2</sub>H, CN, O(C=O)C<sub>1</sub>-6 alkyl, NO<sub>2</sub>, trifluoromethoxy, trifluoroethoxy,  
-Ob(C<sub>1</sub>-10)perfluoroalkyl, and NH<sub>2</sub>; and

R<sup>b</sup> is hydrogen, -(C=O)<sub>a</sub>Ob(C<sub>1</sub>-10)alkyl, -(C=O)<sub>a</sub>Ob(C<sub>2</sub>-8)alkenyl,  
-(C=O)<sub>a</sub>Ob(C<sub>2</sub>-8)alkynyl, -(C=O)<sub>a</sub>Ob(C<sub>3</sub>-10)cycloalkyl,  
-(C=O)<sub>a</sub>Ob(C<sub>3</sub>-8)heterocyclyl, -(C=O)<sub>a</sub>Obaryl, and -(O)2R<sup>a</sup>;  
-(C=O)<sub>a</sub>Ob(C<sub>1</sub>-10)alkyl, -S(O)2N(R<sup>a</sup>)<sub>2</sub>, -S(O)2ObR<sup>a</sup>, trifluoromethoxy,  
trifluoroethoxy, or -Ob(C<sub>1</sub>-10)perfluoroalkyl,

and wherein said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl are optionally substituted with up to three substituents selected from CO<sub>2</sub>H, NH<sub>2</sub>, OH, (C<sub>1</sub>-6)alkoxy, halogen, CN, O(C=O)C<sub>1</sub>-6alkyl, NO<sub>2</sub>, trifluoromethoxy, trifluoroethoxy, -Ob(C<sub>1</sub>-10)perfluoroalkyl and N(R<sup>a</sup>)<sub>2</sub>.

2. **(Cancelled)**

3. **(Cancelled)**

4. **(Cancelled)**

5. **(Currently Amended)** A compound according to Claim 1 Claim 4, wherein R<sup>1</sup> is selected from thiazol-4-yl and thiazol-5-yl, ~~further~~ wherein R<sup>1</sup> is optionally substituted with one or more R<sup>4</sup> groups.

6. **(Original)** A compound according to claim 5, wherein: R<sup>3</sup> and R<sup>4</sup> are each independently selected from:

- 1) hydrogen,
- 2) halogen,
- 3) -(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>1-10</sub>)alkyl,
- 4) -(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>2-8</sub>)alkenyl,
- 5) -(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>2-8</sub>)alkynyl,
- 6) -(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>3-10</sub>)cycloalkyl,
- 7) -(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>3-8</sub>)heterocyclyl,
- 8) -(C=O)<sub>a</sub>O<sub>b</sub>aryl,
- 9) -(C=O)<sub>a</sub>NR<sup>5</sup>R<sup>6</sup>,
- 10) -NR<sup>5</sup>S(O)<sub>2</sub>R<sup>b</sup>,
- 11) trifluoroethoxy,
- 12) -O<sub>b</sub>(C<sub>1-10</sub>)perfluoroalkyl,
- 13) -S(O)<sub>2</sub>O<sub>b</sub>(C<sub>1-10</sub>)alkyl,
- 14) -S(O)<sub>2</sub>O<sub>b</sub>(C<sub>3-10</sub>)cycloalkyl,
- 15) -CN, and
- 16) OH, exo, and

~~17) OH,~~

wherein said aryl, alkyl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl are each optionally substituted with one or more  $R^Z$  groups.

7. **(Currently Amended)** A compound according to claim 6,

wherein:

~~$R^5$  and  $R^6$  are each independently~~ is selected from:

- 1) hydrogen,
- 2)  $-(C=O)_aOb(C_{1-10})$ alkyl,
- 3)  $-(C=O)_aOb(C_{3-10})$ cycloalkyl,
- 4)  $-(C=O)_aOb(C_{3-8})$ heterocyclyl,
- 5)  $-(C=O)_aOb$ aryl,
- 6)  $-(C=O)_N(R^b)_2$ , and
- 7)  $(C_{1-10})$ perfluoroalkyl.

further wherein, said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl are optionally substituted with one or more  $R^Z$  groups, ~~or~~

~~$R^5$  and  $R^6$  can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O, and S, wherein said monocyclic or bicyclic heterocycle is optionally substituted with one or more  $R^Z$  groups.~~

$R^6$  is selected from:

- 1)  $-(C=O)_aOb(C_{1-10})$ alkyl,
- 2)  $-(C=O)_aOb(C_{3-10})$ cycloalkyl,
- 3)  $-(C=O)_aOb(C_{3-8})$ heterocyclyl,
- 4)  $-(C=O)_aOb$ aryl,
- 5)  $-(C=O)_N(R^b)_2$ , and
- 6)  $(C_{1-10})$ perfluoroalkyl.

further wherein said aryl, heterocyclyl, alkenyl, and alkynyl are optionally substituted with one or more R<sup>Z</sup> groups, and wherein said alkyl and cycloalkyl are substituted with one or more R<sup>Z</sup> groups (providing R<sup>Z</sup> is not hydrogen when R<sup>6</sup> is alkyl or cycloalkyl), or

R<sup>5</sup> and R<sup>6</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O, and S, wherein said monocyclic or bicyclic heterocycle is optionally substituted with one or more R<sup>Z</sup> groups.

8. **(Currently Amended)** A compound according to claim 7, wherein R<sup>b</sup> is selected from:

hydrogen, -(C=O)<sub>a</sub>Ob(C<sub>1-6</sub>)alkyl, -(C=O)<sub>a</sub>Ob(C<sub>3-6</sub>)cycloalkyl, -(C=O)<sub>a</sub>Ob(C<sub>3-6</sub>)heterocyclyl, -(C=O)<sub>a</sub>Obaryl, and (C<sub>1-3</sub>)perfluoroalkyl, and wherein said alkyl, cycloalkyl, aryl, and heterocyclyl are optionally substituted with up to two substituents selected from NH<sub>2</sub>, OH, (C<sub>1-6</sub>)alkoxy, halogen, CO<sub>2</sub>H, CN, O(C=O)C<sub>1-6</sub> alkyl, NO<sub>2</sub>, trifluoromethoxy, trifluoroethoxy, -Ob(C<sub>1-10</sub>)perfluoroalkyl and N(R<sup>a</sup>)<sub>2</sub>.

9. **(Cancelled)**

10. **(Cancelled)**

11. **(Currently Amended)** A compound according to claim 1, selected from:

N-isopropyl-N-phenyl-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
N-[(1R)-1-phenylpropyl]-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
N-(3,5-dichlorobenzyl)-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;

N-benzyl-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
~~N-butyl-N'[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;~~  
N-(2-phenylethyl)-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
N-(2-methylbenzyl)-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
N-(2-fluorobenzyl)-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
N-(2-chlorobenzyl)-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
N-[(1S)-1-phenylethyl]-N'-[2-(1,3-thiazol-4-yl)-1H-  
benzimidazol-5-yl]urea;  
N-(3-fluorobenzyl)-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
N-(4-methylbenzyl)-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
N-(4-fluorobenzyl)-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
N-(2,4-dichlorobenzyl)-N'-[2-(1,3-thiazol-4-yl)-1H-  
benzimidazol-5-yl]urea;  
N-(3,4-dichlorobenzyl)-N'-[2-(1,3-thiazol-4-yl)-1H-  
benzimidazol-5-yl]urea;  
N-(4-methoxyphenyl)-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
N-(3-methylbenzyl)-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-6-yl]urea;  
N-(2-phenylcyclopropyl)-N'-[2-(1,3-thiazol-4-yl)-1H-  
benzimidazol-6-yl]urea;  
N-(4-bromobenzyl)-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-6-yl]urea;  
N-(4-methoxybenzyl)-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-6-yl]urea;  
6-({[(3-methylphenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-1H-  
benzimidazole;  
6-[({[(1R)-1-phenylethyl]amino}carbonyl)amino]-2-(1,3-thiazol-4-yl)-3H-  
benzimidazole;  
6-[({[1-(1-naphthyl)ethyl]amino}carbonyl)amino]-2-(1,3-thiazol-4-yl)-  
3H-benzimidazole;  
6-({[(3,5-difluorophenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazole;  
N-methyl-N-phenyl-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;

N-benzyl-N-methyl-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-6-yl]urea;  
N-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-6-yl]-3,4-dihydroisoquinoline-  
2(1H)-carboxamide;  
N-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-6-yl]-3,4-dihydroquinoline-  
1(2H)-carboxamide;  
N-ethyl-N-phenyl-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
6-( {[methyl(2-methylphenyl)amino]carbonyl} amino)-2-(1,3-thiazol-4-yl)-  
3H-benzimidazole;  
6-( {[methyl(3-methylphenyl)amino]carbonyl} amino)-2-  
(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-( {[methyl(4-methylphenyl)amino]carbonyl} amino)-2-  
(1,3-thiazol-4-yl)-3H-benzimidazole;  
N-(4-hydroxyphenyl)-N-methyl-N'-[2-(1,3-thiazol-4-yl)-1H-  
benzimidazol-5-yl]urea;  
6-( {[sec-butyl(phenyl)amino]carbonyl} amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazole;  
6-( {[allyl(phenyl)amino]carbonyl} amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazole;  
6-( {[ (2-hydroxyethyl)(phenyl)amino]carbonyl} amino)-  
2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-( {[ (4-hydroxyphenyl)(methyl)amino]carbonyl} amino)-  
2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
N-(2-chlorophenyl)-N-methyl-N'-[2-(1,3-thiazol-4-yl)-1H-  
benzimidazol-5-yl]urea;  
6-( {[ (3-chlorophenyl)(methyl)amino]carbonyl} amino)-  
2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-( {[ (4-chlorophenyl)(methyl)amino]carbonyl} amino)-  
2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-( {[ (2-cyanoethyl)(phenyl)amino]carbonyl} amino)-2-(1,3-thiazol-4-yl)-  
3H-benzimidazole;

6-[({{methyl}[4-(trifluoromethoxy)phenyl]-amino}carbonyl)amino]-  
2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-({[(3,4-dichlorophenyl)(methyl)-amino]carbonyl}amino)-  
2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-({[(2,4-difluorophenyl)(methyl)-amino]carbonyl}amino)-  
2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-({[benzyl(phenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazole;  
6-({[methyl(1-naphthyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazole;  
6-({[phenyl(1-phenylethyl)amino]-carbonyl}amino)-2-(1,3-thiazol-4-yl)-  
3H-benzimidazole;  
6-({[cyclohexyl(phenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazole;  
N-(1-phenylcyclopropyl)-N'-[2-(1,3-thiazol-4-yl)-  
1H-benzimidazol-6-yl]urea;  
N-(4-chlorophenyl)-N-methyl-N'-[2-(1,3-thiazol-4-yl)-1H-  
Benzimidazol-5-yl]urea;  
6-({[(1-methyl-1-phenylethyl)amino]-carbonyl}amino)-  
2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-[({[(1R)-1-phenylpropyl]amino}carbonyl)-amino]-2-(1,3-thiazol-4-yl)-  
3H-benzimidazole;  
6-[({[(1S)-1-phenylpropyl]amino}carbonyl)-amino]-2-(1,3-thiazol-4-yl)-  
3H-benzimidazole;  
6-({[(3-chlorobenzyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazole;  
6-({[(2,5-dichlorobenzyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazole;  
6-({[(3,5-dichlorobenzyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H  
benzimidazole;

2-(1,3-thiazol-4-yl)-6[({{[3(trifluoromethyl)benzyl]amino}carbonyl)amino]3H-benzimidazole;  
6-({[benzyl(ethyl)amino]carbonyl)amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-[({methyl[(1R)-1-phenylethyl]amino}carbonyl)-amino]-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-[({methyl[(1S)-1-phenylethyl]amino}carbonyl)-amino]-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-{{[(2-phenylpyrrolidin-1-yl)carbonyl]amino}-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-({[(2-phenylcyclopropyl)amino]-carbonyl)amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-({[(4-methoxyphenyl)(methyl)amino]-carbonyl)amino}-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-({[(3,5-dimethylphenyl)(methyl)amino]carbonyl)amino}-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-({[(5-isopropyl-2-methylphenyl)(methyl)amino]carbonyl)amino}-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-({[(6-methoxypyridinium-2-yl)(methyl)amino]-carbonyl)amino}-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-({[ethyl(3-methylbenzyl)amino]carbonyl)amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-({[(3,4-dichlorobenzyl)(methyl)amino]-carbonyl)amino}-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-[({[(2-bromothien-3-yl)methyl]amino}carbonyl)amino]-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-[({methyl[5-(trifluoromethyl)-1,3,4-thiadiazol-3-iium-2-yl]amino}carbonyl)amino]-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-({[(2,4-dichlorophenyl)(methyl)amino]-carbonyl)amino}-

2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
N-cyclopropyl-N-phenyl-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-6-yl]urea;  
N-[4-(hydroxymethyl)phenyl]-N-methyl-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
N-methyl-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]-N-[2-(trifluoromethoxy)-phenyl]urea; and  
1-[2-(3-Fluoro-phenyl)-ethyl]-3-(2-thiazol-4-yl-3H-benzimidazol-5-yl)-urea;  
and pharmaceutically acceptable salts and stereoisomers thereof.

12. **(Currently Amended)** A compound according to claim 11, selected from:

N-(3-fluorobenzyl)-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
N-(3,4-dichlorobenzyl)-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
N-benzyl-N-methyl-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-6-yl]urea;  
N-ethyl-N-phenyl-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]urea;  
6-( {[methyl(3-methylphenyl)amino]-carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-( {[isopropyl(phenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-( {[sec-butyl(phenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-( {[allyl(phenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-( {[ (3-chlorophenyl)(methyl)amino]-carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-( {[ (3,4-dichlorophenyl)(methyl)-amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-[{[(1R)-1-phenylpropyl]amino}carbonyl]-amino]-2-(1,3-thiazol-4-yl)-3H-benzimidazole;

6-({[(3-chlorobenzyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-({[(3,5-dichlorobenzyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-({[benzyl(ethyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-({[(3,5-dimethylphenyl)(methyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
6-({[ethyl(3-methylbenzyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazole;  
N-cyclopropyl-N-phenyl-N'-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-6-yl]urea; and  
1-[2-(3-Fluoro-phenyl)-ethyl]-3-(2-thiazol-4-yl-3H-benzimidazol-5-yl)-urea; and  
pharmaceutically acceptable salts and stereoisomers thereof.

13. to 24. **(Cancelled)**

25. **(Original)** A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable carrier.

26. **(Original)** A composition of Claim 25 which further comprises an active ingredient selected from:

- a) an estrogen or an estrogen derivative, alone or in combination with a progestin or progestin derivative;
- b) a bisphosphonate;
- c) an antiestrogen or a selective estrogen receptor modulator,
- d) an  $\alpha\beta 3$  integrin receptor antagonist,
- e) a cathepsin K inhibitor,
- f) an HMG-CoA reductase inhibitor,
- g) an osteoclast vacuolar ATPase inhibitor,
- h) an antagonist of VEGF binding to osteoclast receptors,

- i) an activator of peroxisome proliferator-activated receptor  $\gamma$ ,
- j) calcitonin,
- k) a calcium receptor antagonist,
- l) parathyroid hormone or analog thereof,
- m) a growth hormone secretagogue,
- n) human growth hormone,
- o) insulin-like growth factor,
- p) a p38 protein kinase inhibitor,
- q) bone morphogenetic protein,
- r) an inhibitor of BMP antagonism,
- s) a prostaglandin derivative,
- t) vitamin D or vitamin D derivative,
- u) vitamin K or vitamin K derivative,
- v) ipriflavone,
- w) fluoride salts,
- x) dietary calcium supplement, and
- y) osteoprotegerin.

27. **(Original)** A composition of Claim 26, wherein said bisphosphonate is alendronate.

28. to 31. **(Cancelled)**

32. **(Original)** A pharmaceutical composition made by combining a compound according to Claim 1 and a pharmaceutically acceptable carrier.

33. **(Original)** A process for making a pharmaceutical composition comprising combining a compound according to Claim 1 and a pharmaceutically acceptable carrier.

34. to 35 **(Cancelled)**

36. **(Currently Amended)** A compound according to claim 1,  
selected from:

6-({[(3-methylphenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-1H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
6-[{[(1R)-1-phenylethyl]amino} carbonyl]amino]-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
6-[{[1-(1-naphthyl)ethyl]amino} carbonyl]amino]-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
6-({[(3,5-difluorophenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
6-({[methyl(2-methylphenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
6-({[methyl(3-methylphenyl)amino]-carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
6-({[methyl(4-methylphenyl)amino]-carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
6-({[sec-butyl(phenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
6-({[allyl(phenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
6-({[(2-hydroxyethyl)(phenyl)amino]-carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
6-({[(4-hydroxyphenyl)(methyl)amino]-carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
6-({[(3-chlorophenyl)(methyl)amino]-carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
6-({[(4-chlorophenyl)(methyl)amino]-carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
6-({[(2-cyanoethyl)(phenyl)amino]-carbonyl}amino)-2-(1,3-thiazol-4-yl)-

3H-benzimidazol-1-ium trifluoroacetate;  
6-[({methyl[4-(trifluoromethoxy)phenyl]-amino}carbonyl)amino]-  
2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-ium trifluoroacetate;  
6-({[(3,4-dichlorophenyl)(methyl)-amino]carbonyl}amino)-  
2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-ium trifluoroacetate;  
6-({[(2,4-difluorophenyl)(methyl)-amino]carbonyl}amino)-  
2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-ium trifluoroacetate;  
6-({[benzyl(phenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-ium trifluoroacetate;  
6-({[methyl(1-naphthyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-ium trifluoroacetate;  
6-({[phenyl(1-phenylethyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-  
3H-benzimidazol-1-ium trifluoroacetate  
6-({[cyclohexyl(phenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-ium trifluoroacetate;  
6-({[(1-methyl-1-phenylethyl)amino]carbonyl}amino)-  
2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-ium trifluoroacetate;  
6-[({[(1R)-1-phenylpropyl]amino}carbonyl)-amino]-2-(1,3-thiazol-4-yl)-  
3H-benzimidazol-1-ium trifluoroacetate;  
6-[({[(1S)-1-phenylpropyl]amino}carbonyl)-amino]-2-(1,3-thiazol-4-yl)-  
3H-benzimidazol-1-ium trifluoroacetate;  
6-({[(3-chlorobenzyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-ium trifluoroacetate;  
6-({[(2,5-dichlorobenzyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-ium trifluoroacetate;  
6-({[(3,5-dichlorobenzyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-ium trifluoroacetate;  
2-(1,3-thiazol-4-yl)-6[({[3(trifluoromethyl)benzyl]amino}carbonyl)amino]  
-3H-benzimidazol-1-ium trifluoroacetate;  
6-({[benzyl(ethyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-

benzimidazol-1-ium trifluoroacetate;  
6-[({methyl[(1R)-1-phenylethyl]amino}carbonyl)-amino]-  
2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-ium trifluoroacetate;  
6-[({methyl[(1S)-1-phenylethyl]amino}carbonyl)-amino]-  
2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-ium trifluoroacetate;  
6-{{[(2-phenylpyrrolidin-1-yl)carbonyl]amino}-2-(1,3-thiazol-4-yl)-  
3H-benzimidazol-1-ium trifluoroacetate;  
6-({[(2-phenylcyclopropyl)amino]-carbonyl}amino)-2-(1,3-thiazol-4-yl)-  
3H-benzimidazol-1-ium trifluoroacetate;  
6-({[(4-methoxyphenyl)(methyl)amino]-carbonyl}amino)-  
2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-ium trifluoroacetate;  
6-({[(3,5-dimethylphenyl)(methyl)amino]carbonyl}amino)-  
2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-ium trifluoroacetate;  
6-{{[(5-isopropyl-2-methylphenyl)(methyl)amino]carbonyl}amino}-  
2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-ium trifluoroacetate;  
6-{{[(6-methoxypyridinium-2-yl)(methyl)amino]-carbonyl}amino}-  
2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-ium bis(trifluoroacetate);  
6-({[ethyl(3-methylbenzyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-  
3H-benzimidazol-1-ium trifluoroacetate;  
6-({[(3,4-dichlorobenzyl)(methyl)amino]-carbonyl}amino)-  
2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-ium trifluoroacetate;  
6-[{[(2-bromothien-3-yl)methyl]amino}carbonyl]amino]-  
2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-ium trifluoroacetate;  
6-[{methyl[5-(trifluoromethyl)-1,3,4-thiadiazol-3-ium-2-  
yl]amino}carbonyl]amino]-2-(1,3-thiazol-4-yl)-  
3H-benzimidazol-1-ium bis(trifluoroacetate);and  
6-{{[(2,4-dichlorophenyl)(methyl)amino]-carbonyl}amino}-  
2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-ium trifluoroacetate;  
and stereoisomers thereof.

37. **(Currently Amended)** A compound according to claim 36,  
selected from:

6-({[methyl(3-methylphenyl)amino]-carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-i<sup>u</sup>m trifluoroacetate;  
6-({[isopropyl(phenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-i<sup>u</sup>m trifluoroacetate;  
6-({[sec-butyl(phenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-i<sup>u</sup>m trifluoroacetate;  
6-({[allyl(phenyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-i<sup>u</sup>m trifluoroacetate;  
6-({[(3-chlorophenyl)(methyl)amino]-carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-i<sup>u</sup>m trifluoroacetate;  
6-({[(3,4-dichlorophenyl)(methyl)-amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-i<sup>u</sup>m trifluoroacetate;  
6-[{[(1R)-1-phenylpropyl]amino}carbonyl]-amino]-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-i<sup>u</sup>m trifluoroacetate;  
6-({[(3-chlorobenzyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-i<sup>u</sup>m trifluoroacetate;  
6-({[(3,5-dichlorobenzyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-i<sup>u</sup>m trifluoroacetate;  
6-({[benzyl(ethyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-i<sup>u</sup>m trifluoroacetate;  
6-({[(3,5-dimethylphenyl)(methyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-i<sup>u</sup>m trifluoroacetate; and  
6-({[ethyl(3-methylbenzyl)amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-  
benzimidazol-1-i<sup>u</sup>m trifluoroacetate;  
and stereoisomers thereof.

38. **(Cancelled)**

39. **(Cancelled)**

40. **(Currently Amended)** A compound selected from:

*N*-(2-phenylcyclopropyl)-*N'*-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-6-yl]urea;  
6-({[(3,4-dichlorophenyl)(methyl)-amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
6-({[(2,4-difluorophenyl)(methyl)-amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
*N*-(1-phenylcyclopropyl)-*N'*-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-6-yl]urea; and  
*N*-methyl-*N'*-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]-*N*-[2-(trifluoromethoxy)-phenyl]urea.;

41. **(Currently Amended)** A compound according to claim 40  
which is: *N*-(1-phenylcyclopropyl)-*N'*-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-6-yl]urea.

42. **(Currently Amended)** A compound according to claim 40  
selected from:

*N*-(2-phenylcyclopropyl)-*N'*-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-6-yl]urea;  
6-({[(3,4-dichlorophenyl)(methyl)-amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate;  
6-({[(2,4-difluorophenyl)(methyl)-amino]carbonyl}amino)-2-(1,3-thiazol-4-yl)-3H-benzimidazol-1-i<sup>um</sup> trifluoroacetate; and  
*N*-methyl-*N'*-[2-(1,3-thiazol-4-yl)-1H-benzimidazol-5-yl]-*N*-[2-(trifluoromethoxy)-phenyl]urea.

43. **(New)** A compound according to Claim 1 wherein R<sup>Z</sup> is  
selected from:

- 1) -(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>2-8</sub>)alkenyl,
- 2) -(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>2-8</sub>)alkynyl,
- 3) -(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>3-8</sub>)heterocyclyl,
- 4) -(C=O)<sub>a</sub>O<sub>b</sub>aryl,

- 5)  $-(C=O)_a N(R^b)_2$ ,
- 6)  $-O_b(C=O)N(R^b)_2$ ,
- 7)  $-NR^b(C=O)_a O_b R^b$ ,
- 8)  $-NR^b(C=O)N(R^b)_2$ ,
- 9)  $-NR^b S(O)_2 R^b$ ,
- 10)  $-(C=O)OH$ ,
- 11) trifluoromethoxy,
- 12) trifluoroethoxy,
- 13)  $-O_b(C_{1-10})$ perfluoroalkyl,
- 14)  $-S(O)_2 O_b(C_{1-10})$ alkyl,
- 15)  $-S(O)_2 O_b(C_{2-8})$ alkenyl,
- 16)  $-S(O)_2 O_b(C_{2-8})$ alkynyl,
- 17)  $-S(O)_2 O_b(C_{3-10})$ cycloalkyl,
- 18)  $-S(O)_2 O_b(C_{3-8})$ heterocyclyl,
- 19)  $-S(O)_2 O_b$ aryl,
- 20)  $-S(O)_2 N(R^b)_2$
- 21)  $-NR^b S(O)_2 N(R^b)_2$
- 22)  $-CN$ ,
- 23)  $-NO_2$ ,
- 24) oxo, and
- 25)  $-OH$ ,

wherein, said aryl, alkyl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl are each optionally substituted with one or more  $R^a$  groups;

$R^a$  is selected from hydrogen, OH,  $(C_{1-6})$ alkoxy, halogen,  $CO_2H$ ,  $CN$ ,  $O(C=O)C_{1-6}$  alkyl,  $NO_2$ , trifluoromethoxy, trifluoroethoxy,  $-O_b(C_{1-10})$ perfluoroalkyl, and  $NH_2$ ; and

$R^b$  is hydrogen,  $-(C=O)_a O_b(C_{1-10})$ alkyl,  $-(C=O)_a O_b(C_{2-8})$ alkenyl,

-(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>2-8</sub>)alkynyl, -(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>3-10</sub>)cycloalkyl,  
-(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>3-8</sub>)heterocyclyl, -(C=O)<sub>a</sub>O<sub>b</sub>aryl, -(C=O)<sub>a</sub>O<sub>b</sub>(C<sub>1-10</sub>)alkyl,  
-S(O)<sub>2</sub>N(R<sup>a</sup>)<sub>2</sub>, -S(O)<sub>2</sub>O<sub>b</sub>R<sup>a</sup>, trifluoromethoxy, trifluoroethoxy, or -O<sub>b</sub>(C<sub>1-10</sub>)perfluoroalkyl,

and wherein said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl are optionally substituted with up to three substituents selected from CO<sub>2</sub>H, NH<sub>2</sub>, OH, (C<sub>1-6</sub>)alkoxy, halogen, CN, O(C=O)C<sub>1-6</sub>alkyl, NO<sub>2</sub>, trifluoromethoxy, trifluoroethoxy, -O<sub>b</sub>(C<sub>1-10</sub>)perfluoroalkyl and N(R<sup>a</sup>)<sub>2</sub>.